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OF COUNSEL
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June 18, 1999

RECORDATION NO.

FILED

JUN 18 '99

1-15PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Options, Rights of First Refusal and Remarketing Rights and a Memorandum of Assignment and Assumption, both dated as of June 16, 1999, and both secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Lease Agreement which was previously filed with the Board under Recordation Number 22014.

The names and addresses of the parties to the enclosed documents are:

Seller/Assignor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202

Buyer/Assignee: The Vaughn Group, Inc.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45011

A description of the railroad equipment covered by the enclosed documents is:

fifty (50) railcars DJTX 51300 - DJTX 51350 (excluding 51305)

4-11-8'3

Mr. Vernon A. Williams
June 18, 1999
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Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

EXHIBIT F

RECORDATION NO. 22014-B FILED

**MEMORANDUM OF ASSIGNMENT
AND ASSUMPTION AGREEMENT**

JUN 18 '99

1-15PM

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of June 16, 1999, by and between DJJ TRANSPORTATION SERVICES, INC., a Delaware Corporation ("Assignor") and THE VAUGHN GROUP, INC., an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated December 11, 1998 between Assignor, as Lessor, and Ralston Purina Company, for fifty (50) railcars bearing the railroad reporting markings set forth on Schedule I.

2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of June 18, 1999.

DJJ TRANSPORTATION SERVICES, INC.

By: Paul E. Loebig

Name: Paul E. Loebig

Title: Vice President

THE VAUGHN GROUP, INC.

By: John Handelsman

Name: John Handelsman

Title: President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 16 day of June, 1999, before me the subscriber, Julie M Woodard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul E. Loebig, to me personally known, who stated and acknowledged that he is the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 16 day of June, 1999.

Julie M. Woodard
Notary Public

My commission expires:

Sept. 24, 2002



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF OHIO)
) SS:
COUNTY OF Butler)

On this 17 day of June, 1999, before me the subscriber, Kathy J. Voegele, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named John V. Handelsman, to me personally known, who stated and acknowledged that he/she is the President of The Vaughn Group, Inc., an Ohio corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 17 day of June, 1999.

Kathy J. Voegele
Notary Public

My commission expires:

August 16, 2000

KATHY J. VOEGELE
Notary Public, State of Ohio
My Commission Expires Aug. 16, 2000



SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS: Fifty (50) railcars bearing the reporting marks as follows:

DJTX 51300 – 51304 and DJTX 51306 – 51350, inclusive.

LEASE: Dated December 11, 1998 between DJJ Transportation Services, Inc. and Ralston Purina Company.